

The Payne Firm, Inc. was the Environmental Consultant assisting The Carlyle Group in this deal. Below is the press release issued by The Carlyle Group.

John Maneely Company to Merge with Atlas Tube, Inc.; Building a Global Manufacturing Champion – Combined Company to Be Largest North American Manufacturer of Steel Tubing

Washington, DC – Global private equity firm The Carlyle Group today announced that it has signed a definitive agreement to merge John Maneely Company (JMC), the parent of Wheatland Tube Company, with Atlas Tube, Inc. Following the transaction, Carlyle will hold a majority interest in the combined company, which will be the largest North American manufacturer of steel tubing with sales in excess of US\$2 billion and annual volume of more than 2 million tons. The transaction is expected to close in the fourth quarter of 2006. Financial terms were not disclosed. John Maneely Co. will remain as the parent entity, with Wheatland Tube and Atlas Tube its two operating divisions.

Founded in 1877, JMC manufactures standard pipe, electrical conduit, fence framework, sprinkler pipe, mechanical tube and associated fittings. The Company employs 1,700 people in six manufacturing facilities in five states: Pennsylvania, Ohio, Illinois, Arkansas and Texas. JMC was acquired by Carlyle in March 2006.

Founded in 1984, Atlas manufactures structural tubing, known as “hollow structural sections” (HSS). The Company employs 635 people in three states and two Canadian provinces: Illinois, Arkansas, Michigan, Ontario and Manitoba. Atlas is privately held by the family of its founder.

Following the transaction, Armand F. Lauzon Jr., currently Chief Executive Officer of JMC, will become Chief Executive Officer of the combined business, and Barry Zekelman, Chief Executive Officer of Atlas, will lead all commercial and manufacturing operations.

Carlyle Managing Director, Daniel A. Pryor, said, “We believe that manufacturing is the backbone of our economy and that scale is essential for manufacturers to succeed in the hyper-competitive global environment. By making John Maneely Company the largest North American manufacturer of tubing products, this combination positions the business well for the future. We look forward to working with Armand, Barry and the rest of the management team and employees to make the combined business a global leader. In addition, we appreciate the responsibilities that come along with being a North American manufacturer and look forward to continuing both companies’ tradition of good corporate citizenship.”

Atlas Chief Executive Officer, Barry Zekelman, said, “I am very proud of the company our team has built over the past two decades and view this transaction as a compelling next step forward in our competitive evolution. I am excited by the business prospects arising from the merger and look forward to working with a joint team driven by an ongoing commitment to entrepreneurialism and enhancing the competitive strength of the North American manufacturing sector.”

GMP Securities L.P. and Stikeman Elliott LLP provided financial and legal advice to Atlas. J.P. Morgan Securities Inc., Goldman Sachs & Co., Latham & Watkins LLP and Osler Hoskin & Harcourt LLP advised Carlyle in the transaction. Financing for the transaction was arranged by Goldman Sachs Credit Partners LP and JP Morgan Securities, Inc.

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